

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----X		

**ORDER GRANTING REORGANIZED DEBTORS' MOTION FOR AN ORDER
TO COMPEL COMPLIANCE WITH, AND TO IMPLEMENT, THE MODIFIED
PLAN, PLAN MODIFICATION ORDER AND RELATED DOCUMENTS**

This matter having come before this Court on the motion dated July 3, 2013 (the "Motion"),¹ filed by the Reorganized Debtors seeking entry of an order, pursuant to, among other things, 11 U.S.C. §§ 105(a) and 1142, and Bankruptcy Rules 3020(d), establishing that (i) the Trust Claims Settlements are Wind Up costs within the scope of New GM's funding obligations pursuant to the Modified Plan and Plan Modification Order, (ii) DPH has properly requested funds for the Trust Claims Settlements in accordance with the terms of the Funding Agreement and (iii) New GM must fund the Trust Claims Settlements pursuant to the timing requirements, and Post-Closing Advance dollar amount limitations, set forth in the Funding Agreement; and it appearing that notice of the Motion was good and sufficient under the particular circumstances, and that no other or further notice need be given; and this Court having jurisdiction over the Motion and the relief requested therein; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

¹ Capitalized terms used but not otherwise defined herein shall be ascribed the meanings provided in the Motion.

FOUND AND DETERMINED THAT:

A. This Court has jurisdiction over the Motion and the relief requested therein under 28 U.S.C. §§ 157 and 1334. Venue is proper under 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2);

B. The predicates for the relief requested herein are this Court's inherent authority to interpret its own orders, sections 105(a) and 1142 of the Bankruptcy Code, Bankruptcy Rule 3020(d), the Plan Modification Order and the Modified Plan;

C. Notice of the Motion in the form and manner described therein was good and sufficient under the particular circumstances, and no other or further notice need be given;

D. A reasonable opportunity to object and be heard with respect to the Motion and the relief requested therein has been afforded to all interested persons and entities;

E. The Court has the power to interpret and enforce its orders, which includes the authority to render a determination concerning the scope of the terms of the Master Disposition Documents;

F. The relief requested in the Motion is in the best interests of the Debtors, Reorganized Debtors, their estates, their creditors and other parties in interest; and, therefore, it is hereby

ORDERED, DECREED AND ADJUDGED THAT:

1. The Motion is GRANTED in its entirety.
2. The Trust Claims Settlements are expenses of the Wind Up.
3. DPH has properly requested Post-Closing Advances.

4. New GM is obligated to fund the Trust Claims Settlements pursuant to the timing requirements, and Post-Closing Advance dollar amount limitations, set forth in the Funding Agreement.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order and the Plan Modification Order.

Dated: White Plains, New York
July __, 2013

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE